

ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of)

Retransmission Consent Complaint)
And Petition of Fox Television Holdings, Inc.)

MB Docket No. 12-113

CSR-8623-C

FILED/ACCEPTED

To: Office of the Secretary
Attn: Media Bureau

MAY 15 2012

Federal Communications Commission
Office of the Secretary

FOX TELEVISION HOLDINGS, INC.'S REPLY TO TV MAX RESPONSE

Fox Television Holdings, Inc. ("FOX"), by and through its undersigned counsel, hereby files this Reply, pursuant to Section 76.7(c) of the Commission's rules,¹ to the "Response" filed May 1, 2012 by TV Max, Inc. (d/b/a Wavevision) ("TV Max") in connection with the above-captioned complaint.² In the Response, TV Max freely admits that it has willfully violated, and continues as of this writing to violate, Section 325(b) of the Communications Act of 1934 (the "Act") and Section 76.64 of the Commission's rules by retransmitting the signals of television broadcast stations KTXH(TV) and KRIV(TV), Houston, Texas (the "Stations") without FOX's consent.³ TV Max also concedes that it has failed to negotiate in good faith with FOX with respect to retransmission consent for the Stations, in

¹ See 47 C.F.R. § 76.7(c).

² See Response of TV Max, Inc. to Complaint and Petition for Order Requiring TV Max, Inc. to Show Cause, MB Docket No. __, CSR No. __ (submitted May 1, 2012) (the "Response").

³ See 47 U.S.C. § 325(b); 47 C.F.R. § 76.64.

contravention of Section 76.65 of the FCC's rules.⁴ For these reasons, FOX respectfully submits that the Commission is obligated to grant FOX the relief requested in the complaint that initiated this proceeding.⁵

As set forth in the FOX Complaint, TV Max – the operator of multiple cable television systems serving the Houston, Texas Designated Market Area (“DMA”) – has been retransmitting the signals of the Stations without FOX's consent or authorization since January 1, 2012. FOX pointed out that, for multiple reasons, TV Max is not eligible to hide behind the exemption to retransmission consent contemplated by Section 76.64(e) of the FCC's rules.⁶ FOX also explained that, despite FOX's frequent and repeated efforts, TV Max refused for many months to negotiate in good faith regarding carriage of the Stations. FOX accordingly asked the Commission to expeditiously issue an order compelling TV Max to show cause why it should not be required to immediately cease and desist from its unlawful retransmission of the Stations. FOX also requested that the Commission initiate a forfeiture proceeding to penalize TV Max for its flagrant and blatant violation of the Act and the FCC's rules.⁷

The Response, which TV Max apparently filed in lieu of a formal Answer, fails as a matter of both fact and law to refute FOX's contentions in the Complaint. Ultimately, for three separate but equally important reasons, Fox believes that its Complaint is ripe for Commission action and that no further investigation or inquiry is necessary.

⁴ See 47 C.F.R. § 76.65.

⁵ See Retransmission Consent Complaint and Petition for Order Requiring TV Max, Inc. to Show Cause Why It Should Not Cease and Desist from Violating Section 325(b) of the Communications Act, Fox Television Holdings, Inc., MB Docket No. 12-113, CSR-8623-C (filed Apr. 12, 2012) (the “Complaint”).

⁶ See 47 C.F.R. § 76.64(e).

⁷ See generally, Complaint.

First, FOX stated that TV Max does not operate master antenna facilities as contemplated by Section 76.64(e) of the FCC's rules. The Response indicates that, at best, TV Max has installed master antennas in "about 50% of the" approximately 200 "buildings served by TV Max"⁸ On its face, therefore, the Response expressly acknowledges that TV Max *has retransmitted (and continues to retransmit)* the Stations' signals in violation of the Act and the rules with respect to about 100 separate apartment buildings. While FOX does not know how many total subscribers reside in these buildings, TV Max has confirmed that it serves about 10,000 customers; there can be little doubt that these violations relate to a substantial number of homes.⁹

TV Max spends considerable time in the Response lamenting its poor financial condition, but by its own explanation,¹⁰ this condition has existed for some time and in any event pre-dates FOX's efforts to seek reasonable compensation in exchange for providing TV Max with some of its most popular television content. Regardless, neither the Act nor the FCC's rules countenances a cable operator's decision to ignore the law simply because compliance would impact its economic condition. Quite the contrary, the Commission has stated emphatically that a broadcaster's request for an "increase in the retransmission consent fees" is *not* a justifiable

⁸ Response, at 2.

⁹ See *id.* at 1. Curiously, TV Max claims in the Response to have installed master antennas on 50% of its apartment buildings as of January 1, 2012, yet it also says that as of May 1, 2012, there are still approximately 50% of its buildings awaiting installation. See *id.* at 2. This means that during the first four full months of 2012, TV Max has made virtually no progress in its supposedly "diligent[]" effort to implement this antenna scheme. *Id.* FOX does not agree with TV Max's claim that its "non-compliance is minor." *Id.* at 6.

¹⁰ See Response, at 2.

basis for a cable operator to retransmit a “station’s signal without the originating station’s express authority.”¹¹

With respect to those buildings where TV Max has not installed a master antenna, TV Max’s retransmission of FOX’s stations clearly is not exempt from the retransmission consent requirements. FOX asserted in its Complaint that TV Max “receives the signals of [the Stations] at a central head-end in the DMA, from where TV Max’s fiber ring retransmits those signals to various apartment buildings dispersed throughout the DMA.”¹² Notably, TV Max does not deny this charge in the Response. By rule, any averment in the Complaint that TV Max did not expressly deny must be deemed to be admitted by TV Max at this point.¹³ In any event, because TV Max acknowledges that it has not completed its installation of master antennas, it necessarily must be continuing to use its central head-end and fiber ring to receive and retransmit the Stations’ signals.

Put simply, there is no dispute in the record that TV Max is violating the law with respect to retransmission of the Stations to each and every apartment building where no master antenna has been installed.

Second, even in connection with those apartment buildings where TV Max has installed a master antenna, TV Max has not denied (or refuted FOX’s assertion) that it continues to use its fiber ring to retransmit the FOX Station signals to its paying subscribers. The

¹¹ *In re Notice of Apparent Liability for Forfeiture of Bailey Cable TV, Inc.*, 2012 WL 928199, DA 12-420, at 2 (Mar. 16, 2012); *In re Notice of Apparent Liability for Forfeiture of Bailey Cable TV, Inc.*, 2012 WL 928200, DA 12-421, at 2 (Mar. 16, 2012).

¹² Complaint, at 9-10.

¹³ See 47 C.F.R. § 76.7(b)(2)(v); see also *In re Star Broadcasting Limited v. Brownwood Cable Television Service, Inc.*, 18 FCC Rcd 16446, 16447-48 (2003).

Response says only that for buildings where an antenna has been installed, “reception” of FOX’s signals is now “available to any resident . . . at no charge, and at the resident’s option, regardless of whether the resident subscribes to any TV Max pay service.”¹⁴ No amount of artful drafting, however, can conceal the fact that the Response is utterly silent about how TV Max actually provides broadcast station signals to those apartment building residents who *are* paying TV Max subscribers.

The Response notes, for example, that “off-air broadcast signals have been de-linked from the TV Max’s Basic tier of pay-programming” [sic] and that “off-air broadcast signals . . . *could* be received by means of master antennas.”¹⁵ Elsewhere, the Response indicates that “reception” of the Stations “has been *available*” via master antenna, but TV Max never once claims to actually provide any of its paying subscribers with access to broadcast signals via a master antenna.¹⁶ Pursuant to Section 76.7(b)(2)(v) of the FCC’s rules, TV Max’s decision not to deny that it is using a central head-end and fiber ring to retransmit FOX’s signals means that TV Max must be deemed to have admitted it. TV Max’s failure to deny this charge is not surprising, for if TV Max truly had separated all broadcast signals from its pay channel line-ups, it would have had to go unit-by-unit in each of its apartment buildings and reconfigure each television and set-top-box hook-up at each apartment in order to enable receipt of programming from two completely separate video sources. TV Max has not asserted, or even suggested, that it

¹⁴ Response, at 2-3.

¹⁵ *Id.* at 5-6 (emphasis supplied).

¹⁶ *Id.* at 2, 6 (emphasis supplied).

has undertaken any of these efforts.¹⁷ Based on the Response, the Commission can only conclude that TV Max is continuing to provide at least its paying subscribers with FOX's signals retransmitted via a fiber ring.

TV Max claims that "[t]o the extent that" its "reception and distribution of the [Stations] meet each of the criteria set forth in Section 76.64(e) . . . , TV Max is not required to obtain FOX's consent"¹⁸ This tautology does nothing to advance the Commission's understanding of this dispute, for it is equally true that TV Max *does require* FOX's consent "to the extent that" retransmission of the Stations does not meet "each of the criteria" in the rule. TV Max appears to be under the misapprehension that the mere existence of a master antenna – and a resident's *ability* to obtain over-the-air signals without paying TV Max – is sufficient to make TV Max *per se* exempt from the retransmission consent rules. In reality, a cable operator's right to invoke the Section 76.64(e) exemption is determined based on whether the cable operator is in fact retransmitting a broadcast station's signal to any particular viewer, not on whether there may exist an unused alternative.

FOX also asserted that TV Max does "far more than simply relaying over-the-air signals to its subscribers."¹⁹ The Complaint specifically charged that TV Max "makes the

¹⁷ Short of these types of efforts, TV Max would have had to distribute to all of its paying subscribers set-top-boxes so sophisticated that they could seamlessly switch between, and receive and tune video from, both over-the-air broadcast stations and pay networks. FOX is not aware of the existence of set-top-boxes that sophisticated, but even if they were available, it would be quite remarkable for a cable company in self-professed "poor" financial condition to have been prescient enough to invest the resources to obtain and distribute these boxes to 10,000 subscribers since November 2011 (the time when TV Max said it "moved to implement" its master antenna scheme). Response, at 2.

¹⁸ *Id.* at 5.

¹⁹ Complaint, at 11.

Stations' signals available to [TV Max] subscribers via set-top-boxes" that "manipulate, encode and retransmit" FOX's signals using advanced electronics.²⁰ TV Max responds by saying that "it is not correct that the [Stations'] [s]ignals *may only* be received by 'subscribers via set-top-boxes.'"²¹ Of course, FOX never said that the Stations' signals were "only" available via set-top-boxes; the Complaint simply said that to the extent TV Max retransmitted FOX signals to viewers using advanced set-top-boxes, it required consent.²² TV Max's non-denial denial does not contest the charge that TV Max *is* using advanced electronics to retransmit FOX's signals to its paying subscribers. TV Max further says that FOX's signals "*may* be received" by residents "whether or not the resident subscribes to any TV Max pay service" and that "reception . . . does not require a set-top-box."²³ Again, even assuming the veracity of these statements, they are utterly meaningless inasmuch as they do not dispute that FOX's signals also are being retransmitted to paying subscribers for a fee and via advanced set-top-boxes.

TV Max directs the Commission to the Wavevision web site, which purports to break out "free local channels" from the list of available pay networks.²⁴ Even the chart on the Wavevision web page, however, confirms that TV Max is engaged in the retransmission of the Stations' HD feeds, as Fox said in its Complaint.²⁵ KRIV(TV), for example, is available on over-the-air channel 26, but the Wavevision web page says that the station can be viewed on

²⁰ *Id.*

²¹ Response, at 6 (emphasis supplied).

²² See Complaint, at 11.

²³ Response, at 6 (emphasis supplied).

²⁴ See *id.*, at 3, n.4.

²⁵ See Complaint, at 11.

“digital converter channel” 602. TV Max also apparently makes available an analog version of KRIV(TV) on “digital converter channel” 9.²⁶ TV Max could not possibly make a station’s signal available on a channel different than its over-the-air channel without engaging in a retransmission. For that matter, to the extent that paying subscribers continue to receive broadcast signals as part of the TV Max line-up, it also remains true that TV Max must be charging those viewers a fee. TV Max does not deny the averment in the Complaint that TV Max did not reduce its retail rates upon expiration of its retransmission consent agreement with FOX. These factors only serve to further undermine TV Max’s unsupportable claim to be eligible for the Section 76.64(e) exemption.

Put succinctly, FOX contends that TV Max is retransmitting to its subscribers the Stations’ signals via fiber and without consent. TV Max does not deny this charge, and its attempt to divert the Commission’s attention by referencing the availability (but not the use) of master antennas is unavailing.

Third and finally, the Complaint detailed the extensive efforts that FOX made to negotiate with TV Max during the last five months of 2011.²⁷ TV Max does not dispute any of the facts relating to FOX’s repeated phone calls, letters and emails set forth in the Complaint, nor does TV Max deny that it refused to negotiate in good faith with FOX with respect to retransmission consent for the Stations. Instead, the Response indicates that TV Max does not believe that it is obligated to negotiate, in light of TV Max’s attempts to qualify for the Section

²⁶ See <http://www.wavevision.com/houston/channel-line-up> (last visited May 15, 2012) (a screen capture of which is included herewith at Attachment 2).

²⁷ See Complaint, at 3-5.

76.64(e) exemption.²⁸ Even read in the light most favorable to TV Max, however, the Response acknowledges that TV Max is currently retransmitting the FOX signals to approximately 100 apartment buildings in a manner for which there can be no dispute that retransmission consent is required. Accordingly, there is no basis for TV Max's contention that it has "no duty to negotiate" with FOX.²⁹

Equally important, FOX does not agree with TV Max's assertion in the Response that it is "vigorously" or even "actively" pursuing good faith negotiations with FOX to resolve any outstanding issues.³⁰ If anything, when it comes to negotiating, in good faith or otherwise, TV Max has picked up right where it left off last year. Specifically, following a status conference with Commission staff on April 18, 2012, TV Max's counsel reached out to FOX and requested that the parties schedule a call to discuss the possibility of resolving the Complaint.³¹ Upon request, FOX forwarded to TV Max's CEO and counsel another copy of FOX's written proposal for retransmission consent for the Stations (first provided in September 2011); FOX then participated in a phone call with TV Max's CEO and its counsel on April 26, 2012, after

²⁸ See Response, at 4.

²⁹ *Id.* To be clear, for the reasons set forth above, FOX also believes that TV Max has a duty to negotiate in good faith even with respect to those apartment buildings where master antennas have been installed, given that TV Max's paying subscribers in those buildings continue to receive FOX's signals from TV Max via retransmission by fiber.

³⁰ *Id.* at 4, 7.

³¹ See Declaration of Joseph M. Di Scipio, Vice President, Fox Television Stations, Inc., attached hereto as Attachment 1.

which TV Max represented that it would review FOX's proposal and promptly respond.³² To date, FOX has not heard anything further on its proposal from TV Max or its counsel.³³

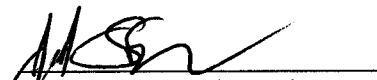
* * *

Given that TV Max does not have FOX's consent or authorization to retransmit the Stations, and in light of the fact that TV Max's retransmissions are not eligible for the exemption set forth at Section 76.64(e) of the FCC's rules, FOX respectfully requests that the FCC expeditiously take action to compel TV Max to come into compliance with the Act and the rules. With each passing day (now 135 days and still running), TV Max's behavior more and more egregiously flaunts the law and makes a mockery of the retransmission consent regime.

Respectfully submitted,

FOX TELEVISION HOLDINGS, INC.

By:



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Dated: May 15, 2012

³² *See id.*

³³ *See id.*

ATTACHMENT 1

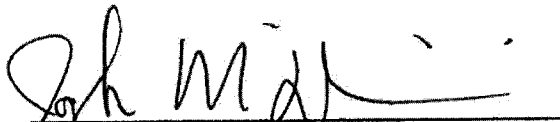
DECLARATION

I, Joseph M. Di Scipio, hereby state as follows:

1. I am Vice President, Legal & FCC Compliance, Fox Television Stations, Inc., which is a subsidiary of Fox Television Holdings, Inc. ("FOX") and licensee of KTXH(TV) and KRIV(TV), Houston, Texas (the "Stations"). I submit this Declaration in connection with FOX's Reply to the Response of TV Max, Inc. to Complaint and Petition for Order Requiring TV Max, Inc. to Show Cause, dated May 15, 2012 (the "Reply").
2. Following a status conference with Commission staff on April 18, 2012, TV Max's counsel reached out to FOX and requested that the parties schedule a call to discuss the possibility of resolving the FOX's complaint.
3. In response to TV Max's request, FOX forwarded to TV Max's CEO and counsel another copy of FOX's written proposal for retransmission consent for the Stations (first provided to TV Max in September 2011). FOX subsequently participated in a phone call with TV Max's CEO and its counsel on April 26, 2012, after which TV Max represented that it would review FOX's proposal and promptly respond.
4. To date, FOX has not heard anything further on its proposal from TV Max or its counsel.

I declare under penalty of perjury that I have read the foregoing Reply, that the facts therein and in this Declaration are true and correct to the best of my knowledge, information and belief, formed after reasonable inquiry, that the Reply is well grounded in fact, that it is warranted by existing law or good faith argument for the extension, modification or reversal of existing law, and that it is not interposed for any improper purpose.

Executed on May 15, 2012



Joseph M. Di Scipio
Vice President, Legal & FCC Compliance
Fox Television Stations, Inc.
444 N. Capitol Street, N.W.
Washington, D.C. 20001

ATTACHMENT 2

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298	46-298	Create	55	50-55	KTBU The Tube 55
616	53-616	KTMD 47 Telemundo HD	762	48-762	KTBU ITV
14	47-14	KETH TBN-14	754	48-754	KTBU VAN TV
67	50-67	KFTH Telefutara 67	47	49-47	KTMD Telemundo 47
617	54-617	KFTH Telefutara HD	13	47-13	KTRK ABC 13
43	48-43	KHLM 43	605	52-605	KTRK ABC HD
11	46-11	KHOU CBS 11	608	54-608	KTRK LiveWell HD
171	48-171	KHOU Bounce	172	48-172	KTRK LWN
603	51-603	KHOU CBS HD	606	52-606	KTXH MNT 20 HD
39	48-39	KIAH CW 39	20	47-20	KTXH MNT
607	53-607	KIAH CW HD	57	49-57	KUBE 57
22	48-22	KLTJ Daystar	755	49-755	KUBE BYN TV
51	49-51	KNWS 51	8	46-8	KUHT PBS
12	46-12	KPRC NBC 2	601	50-601	KUHT PBS HD
604	51-604	KPRC NBC HD	45	48-45	KXLN Univision 45
49	49-49	KPXB PAX 49	615	53-615	KXLN Univision HD
609	54-609	KPXB Ion	61	49-61	KZJL 61
9	46-9	KRIV FOX 26	287	46-287	THIS
602	50-602	KRIV FOX HD	46	46-46	VME

BRONZE

<i>Digital Converter Channel</i>	<i>Cable Ready Digital TV Channel</i>	<i>Display channel (no box required)</i>	<i>Digital Converter Channel</i>	<i>Cable Ready Digital TV Channel</i>	<i>Display channel (no box required)</i>
313	56-313	ABC FAMILY	332	55-332	Jewelry TV
17	47-17	ACCESS HOUSTON	643	56-643	Jewelry TV HD



Digital Converter Channel	Cable Ready Digital TV Channel	Display channel (no box required)	Digital Converter Channel	Cable Ready Digital TV Channel	Display channel (no box required)
180	56-180	ANIMAL PLANET	190	56-190	NASA TV
372	55-372	BET	293	55-293	Nickelodeon
16	47-16	CITY OF HOUSTON	303	48-303	Qubo (Kids)
18	47-18	EDUCATIONAL 1	330	55-330	QVC
19	47-19	EDUCATIONAL 2	284	49-284	REELZ
220	55-220	FOOD NETWORK	275	55-275	SyFy
160	56-160	FOX NEWS CHANNEL	334	56-334	TV SS
331	55-331	HOME SHOPPING NETWORK	240	55-240	USA
355	48-355	ION LIFE	2	46-2	Wavevision Information

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Digital Converter Channel	Cable Ready Digital TV Channel	Display Channel	Digital Converter Channel	Cable Ready Digital TV Channel	Display Channel
340	65-340	3ABN	639	76-639	History HD
250	59-250	A&E	132	64-132	HRTV
651	70-651	A&E HD	349	65-349	INSP
675	set top required	ABC Family HD	350	65-350	JCTV
285	58-285	AMC	676	set top req	Lifetime HD
635	73-635	Animal Planet HD	311	58-311	Lifetime
114	63-114	Big Ten Network	281	58-281	LMN
629	79-629	Big Ten Network HD	669	68-669	LMN HD
341	65-341	BYU	157	62-157	MSNBC
300	58-300	Cartoon	375	61-375	MTV
109	63-109	CBS Sports	632	79-632	NASA HD
623	set top required	CBS Sports HD	192	61-192	Nat Geo
760	84-760	CCTV9 (Chinese)	634	75-634	Nat Geo HD
346	65-346	Church Channel	761	56-761	NTD TV
390	61-390	CMT	370	61-370	Nuvo TV
154	62-154	CNBC	351	65-351	Smile of a Child
630	77-630	CNBC HD	265	59-265	SoapNet
158	62-158	CNN - Cable News	344	65-344	SunLife
631	77-631	CNN HD	118	64-118	Speed
267	59-267	Comedy	626	80-626	Speed HD
164	62-164	C-SPAN	276	60-276	Spike TV
165	62-165	C-SPAN 2	655	69-655	SyFy HD
166	62-166	C-SPAN 3	352	65-352	TBN
342	65-342	Daystar	656	71-656	TBS HD
181	61-181	Discovery Channel	241	59-241	TBS
638	73-638	Discovery HD	345	65-345	TCT
290	58-290	Disney Channel	196	61-196	History Channel
673	set top required	Disney HD	170	63-170	Weather Channel
260	59-260	E !	187	61-187	TLC
653	71-653	E ! HD	641	74-641	TLC HD
101	63-101	ESPN	242	59-242	TNT
621	78-621	ESPN 2 HD	657	70-657	TNT HD



104	63-104	ESPN Classics	660	67-660	Toon HD
620	78-620	ESPN HD	646	73-646	Travel HD
102	63-102	ESPN 2	224	61-224	Travel Channel
358	64-358	EWTN	270	59-270	truTV
343	66-343	FamilyNet	318	58-318	TVland
644	72-644	Food HD	765	64-765	TBK
117	64-117	Fuel	247	60-247	TVOne
273	59-273	FX	650	66-650	USA TV
654	67-654	FX HD	637	76-637	Velocity HD
347	66-347	GOD	380	61-380	VH1
310	58-310	Hallmark	226	60-226	Wealth TV
348	65-348	Halogen	647	74-647	Wealth TV HD
159	62-159	Headline News	243	80-243	WGN
222	60-222	HGTV			
645	72-245	HGTV HD			

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GOLD

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Digital Converter Channel	Cable Ready Digital TV Channel	Display Channel	Digital Converter Channel	Cable Ready Digital TV Channel	Display Channel
150	88-150	ABC News Now	280	83-280	Hallmark Movie Channel
151	84-151	BBC Americas	668	set top required	Hallmark Movie Channel HD
385	87-385	BET Gospel	633	92-633	HD Nat Geo Wild
194	86-194	Biography	282	85-282	IFC
636	91-636	Biography HD	185	86-185	Investigation Discovery
153	89-153	Bloomberg	312	83-312	Lifetime Real Women
301	83-301	Boomerang	245	84-245	Logo
252	84-252	Bravo	277	84-277	mavTV
652	90-652	Bravo HD	186	86-186	Military Channel
387	87-387	Centric	198	86-198	Military History
274	64-272	Chiller	371	84-371	Mnet
272	85-272	cloo	376	87-376	MTV 2
155	89-155	CNBC World	377	87-377	MTV Hits
200	85-200	Cooking Channel	378	87-378	MTV Jams
271	86-271	Crime & Investigation	193	86-193	Nat Geo Wild
161	87-161	Current TV	128	89-128	NBC Sports
291	83-291	Disney XD	624	93-624	NBC Sports HD
674	set top required	Disney XD HD	126	89-126	NHLN
228	85-228	DIY	627	93-627	NHLN HD
106	89-106	ESPN Deportes	295	83-295	Nick Jr
103	88-103	ESPN News	294	83-294	Nick Toons
622	94-622	ESPN News HD	135	88-135	Outdoor Channel
105	88-105	ESPNU	251	85-251	Ovation
156	88-156	FBN	182	85-182	OWN
202	85-202	Fit & Health	262	84-262	Oxygen TV
283	85-283	Fox Movie Channel	183	86-183	Planet Green
110	88-110	Fox Soccer Channel	642	92-642	Planet Green HD
628	92-628	Fox Soccer HD	640	91-640	Science Channel HD
279	83-279	Funimation	261	85-261	Style



388	87-388	Fuse	297	83-297	Teen Nick
278	84-278	G4 TV	184	83-184	The Hub
391	87-391	GAC	188	86-183	The Science Channel
120	88-120	Golf Channel	357	89-357	The Word Network
625	94-625	Golf HD	286	85-286	TCM
124	89-124	Go!TV	381	87-381	VH1 Classic Rock
384	87-384	Gospel Music	382	87-382	VH1 Soul
204	83-204	GSN	263	84-263	WE
197	86-197	H2	317	89-317	You Too

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CERTIFICATE OF SERVICE

I certify that on this 15th day of May, 2012, I caused the foregoing Reply of Fox Television Holdings, Inc. to be served by Federal Express, except where email is indicated, on the following:

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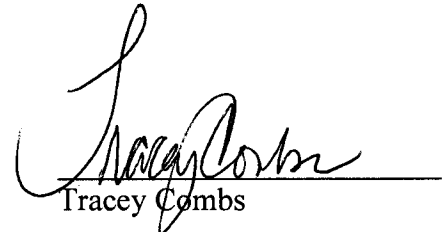
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